

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

S.S.K. NANDURI, derivatively on behalf of)	
GOGO INC.,)	
)	
Plaintiff,)	
v.)	
)	No. 18 C 06524
MICHAEL J. SMALL, <i>et al.</i> ,)	
)	Judge Martha M. Pacold
Defendants,)	Magistrate Judge Sheila M. Finnegan
and)	
)	
GOGO INC.,)	
Nominal Defendant.)	
)	

MICHAEL HUTSENPILLER, derivatively on)	
behalf of GOGO INC.,)	
)	
Plaintiff,)	
v.)	No. 18 C 06547
)	
MICHAEL J. SMALL, <i>et al.</i> ,)	(Consolidated with the above)
)	
Defendants,)	
and)	
)	
GOGO INC.,)	
Nominal Defendant.)	

**PLAINTIFFS’ UNOPPOSED MOTION FOR
PRELIMINARY APPROVAL OF SETTLEMENT**

Plaintiffs S.S.K. Nanduri and Michael Hutsenpiller (“Plaintiffs”) in the above captioned consolidated derivative action (the “Derivative Action”) hereby move this Court, pursuant to Rule 23.1 of the Federal Rules of Civil Procedure, for entry of an order: (1) granting preliminary approval of the proposed Settlement as set forth in the Stipulation and Agreement of Settlement dated January 5, 2023 (the “Stipulation” or “Settlement”);¹ (2) approving the Settling Parties’

¹ Unless otherwise defined herein, all defined terms shall have the meanings as set forth in the Stipulation, which is attached as Exhibit 1 to the Declaration of Timothy Brown in Support of Plaintiffs’ Unopposed Motion for Preliminary Approval of Settlement.

proposed method and manner of providing notice of the Settlement to Gogo Inc. (“Gogo” or the “Company”) stockholders; (3) scheduling a hearing at which time the Court will consider whether the proposed Settlement should be finally approved; and (4) granting such other relief as the Court deems just and proper.²

In connection with preliminary approval of the Settlement, Plaintiffs request that the Court establish dates by which, among other things, notice of the Settlement will be disseminated to Gogo’s stockholders, Gogo’s stockholders may comment on the Settlement, and the final Settlement Hearing will occur. As set forth in the Settling Parties’ agreed-upon [Proposed] Preliminary Approval Order, attached as Exhibit E to the Stipulation, Plaintiffs propose the schedule set forth below.

Gogo to: (1) file a Current Report on Form 8-K with the SEC attaching a copy of the Notice and the Stipulation with its exhibits; (2) post the Notice and Stipulation (with exhibits thereto) on the “Investors” portion of the Company’s website; and (3) publish the Summary Notice once in <i>Investor’s Business Daily</i> or a similar online publication	Within ten (10) business days after the entry of the Preliminary Approval Order
Filing of Defendants’ counsel’s affidavit or declaration with respect to dissemination of notice of the Settlement	At least thirty-five (35) calendar days prior to the Settlement Hearing
Filing of Plaintiffs’ motion for final approval of the Settlement, Fee and Expense Amount, and Service Awards, if any	At least twenty-one (21) calendar days prior to the Settlement Hearing
Last day for Gogo Stockholders to object and/or comment on Settlement	At least fourteen (14) calendar days prior to the Settlement Hearing

² The Settlement also resolves related claims arising from the same facts but based on: (i) a Delaware law inspection demand by stockholder Sujit Bakre brought pursuant to 8 Del. C. § 220; as well as (ii) a litigation demand sent to Gogo’s Board by stockholder Thomas G. Conboy demanding that the Board remedy the alleged misconduct.

Filing of responses to objections, if any	At least seven (7) calendar days prior to the Settlement Hearing
Settlement Hearing	At least forty (40) calendar days after the notice of the Settlement detailed above is issued

Plaintiffs respectfully request that the Court enter the proposed Preliminary Approval Order and insert a date for the final settlement hearing in paragraph 5 thereof.

In support of this motion, Plaintiffs rely upon the accompanying Brief in Support, the Declaration of Timothy Brown in Support of Plaintiffs' Unopposed Motion for Preliminary Approval of Settlement, the Stipulation and exhibits annexed thereto, and all prior pleadings and proceedings.

Defendants do not oppose the relief sought in this motion.

Dated: January 6, 2023

Respectfully submitted,

**WOLF HALDENSTEIN ADLER FREEMAN &
HERZ LLC**

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